

EXHIBIT 2

EXHIBIT 2

Form 1065 Return Summary

For calendar year 2023, or tax year beginning _____, and ending _____

VARALUZ, LLC**11-3793709****Ordinary Business Income (Loss)**

Total income **4,176,554**
 Total deductions **(4,720,872)**
Ordinary Business Income (Loss) -544,318

Tax and Payment

Total balance due
 Payments
Amount owed
Overpayment

Analysis of Net Income (Loss), Line 1

Ordinary business income (loss) **-544,318**
 Net rental real estate income (loss)
 Other net rental income (loss)
 Guaranteed payments
 Interest income
 Dividends
 Royalties
 Net short-term capital gain (loss)
 Net long-term capital gain (loss)
 Net section 1231 gain (loss)
 Other income (loss)
 Section 179 deduction
 Contributions **(19,720)**
 Investment interest expense
 Section 59(e)(2) expenditures
 Other deductions
 Foreign taxes paid or accrued
Analysis of Net Income (Loss), Line 1 -564,038

Form 8804 - Foreign Partner Withholding

Total number of foreign partners
 Effectively connected taxable income
 Total withholding tax
 Payments
 Estimated tax penalty
 Overpayment allocated to partners
Withholding Tax Due (Overpaid) 0

Analysis of Net Income (Loss)

Analysis, line 1 **-564,038**
 Analysis, line 2 **-564,038**
 Difference **0**

Schedule L

	Beginning of Year	End of Year
Assets	2,462,106	1,985,719
Liabilities	2,542,178	2,635,100
Capital	-80,072	-649,381
Liabilities and capital	2,462,106	1,985,719
Difference	0	0

Analysis of Net Income (Loss) and M-1/M-3 Reconciliation

Analysis, line 1 **-564,038**
 Schedule M-1, line 9 **-564,038**
 Schedule M-3, page 2, line 26(d)
 Difference **0**

Partners' Capital

	Schedule M-2	Schedule K-1
Beginning balance	-80,072	-80,072
Contributions	0	0
Current year income (loss)	-569,309	-569,309
Other increases (decreases)		
Distributions	(0)	(0)
Ending balance	-649,381	-649,381

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Form 1065	Two Year Comparison Worksheet, Page 1	2022 & 2023
Partnership Name VARALUZ, LLC		Employer Identification Number 11-3793709

		2022	2023	Differences
Income	Gross receipts less returns and allowances	7,289,941	6,259,685	-1,030,256
	Cost of goods sold	3,855,450	2,083,659	-1,771,791
	Gross profit	3,434,491	4,176,026	741,535
	Ordinary income (loss) from other partnerships, etc.			
	Net farm profit (loss)			
	Net gain (loss) from Form 4797			
	Other income (loss)		528	528
	Total income (loss)	3,434,491	4,176,554	742,063
Deductions	Salaries and wages (other than to partners)	768,562	691,755	-76,807
	Guaranteed payments to partners			
	Repairs and maintenance	4,697	4,720	23
	Bad debts	77,680	33,096	-44,584
	Rent	285,015	323,416	38,401
	Taxes and licenses	243,240	323,051	79,811
	Interest	20,901	370,079	349,178
	Depreciation	23,704	9,604	-14,100
	Depletion			
	Retirement plans, etc.		36,091	36,091
	Employee benefit programs	62,348	65,717	3,369
	Energy efficient buildings deduction			
	Other deductions	3,212,533	2,863,343	-349,190
	Total deductions	4,698,680	4,720,872	22,192
		Ordinary business income (loss)	-1,264,189	-544,318
Tax and Payment	Total balance due			
	Payments			
	Amount owed			
	Overpayment			

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Form 1065		Two Year Comparison Worksheet, Page 2		2022 & 2023	
Partnership Name			Employer Identification Number		
VARALUZ, LLC			11-3793709		
		2022	2023	Differences	
Income (Loss)	Ordinary business income (loss)	-1,264,189	-544,318	719,871	
	Net rental real estate income (loss)				
	Net other rental income (loss)				
	Guaranteed payments				
	Interest income				
	Ordinary dividends				
	Qualified dividends				
	Dividend equivalents				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 deduction				
	Cash contributions	14,847	19,720	4,873	
	Noncash contributions				
	Investment interest expense				
	Section 59(e)(2) expenditures				
	Other deductions				
Self-Employment	Net earnings (loss) from self-employment	-1,043,090	-544,318	498,772	
	Gross farm or fishing income				
	Gross nonfarm income	2,833,820	4,176,554	1,342,734	
Credits	Low-income housing credit (section 42(j)(5))				
	Low-income housing credit (other)				
	Qualified rehab expenditures (rental real estate)				
	Other rental real estate credits				
	Other rental credits				
	Other credits				
Alternative Minimum Tax (AMT) Items	Post-1986 depreciation adjustment				
	Adjusted gain or loss				
	Depletion (other than oil and gas)				
	Oil, gas, and geothermal properties - gross income				
	Oil, gas, and geothermal properties - deductions				
	Other AMT items				
Other Information	Tax-exempt interest income				
	Other tax-exempt income				
	Nondeductible expenses	24,905	41,130	16,225	
	Distributions of cash and marketable securities				
	Distributions of other property	604,727		-604,727	
	Investment income				
	Investment expenses				
	Total foreign taxes paid or accrued				
	Net income (loss)	-1,279,036	-564,038	714,998	

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Form 1065	Two Year Comparison Worksheet, Page 3	2022 & 2023
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Partnership Name

Employer Identification Number

VARALUZ, LLC**11-3793709**

		2022	2023	Differences
Schedule L	Beginning assets	2,189,844	2,462,106	272,262
	Beginning liabilities and capital	2,189,844	2,462,106	272,262
	Ending assets	2,462,106	1,985,719	-476,387
	Ending liabilities and capital	2,462,106	1,985,719	-476,387
Schedule M-1	Net income (loss) per books	-1,303,941	-648,057	655,884
	Taxable income not on books			
	Guaranteed payments (other than health ins)			
	Book expenses not deducted	24,905	84,019	59,114
	Income on books not on return			
	Return deductions not on books			
	Income per return	-1,279,036	-564,038	714,998
Schedule M-2	Balance at beginning of year	1,198,964	-80,072	-1,279,036
	Cash contributions			
	Property contributions	604,727		-604,727
	Net income (loss) per books	-1,279,036	-569,309	709,727
	Other increases			
	Cash distributions			
	Property distributions	604,727		-604,727
	Other decreases			
Schedule M-3	Balance at end of year	-80,072	-649,381	-569,309
	Total income (loss) items:			
	Income (loss) per income statement			
	Temporary difference			
	Permanent difference			
	Income (loss) per tax return			
	Total expense/deduction items:			
	Expense per income statement			
	Temporary difference			
	Permanent difference			
	Deduction per tax return			
	Other items with no differences			
	Reconciliation totals:			
	Income (loss) per income statement			
	Temporary difference			
	Permanent difference			
	Income (loss) per tax return			

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Form 1065 Department of the Treasury Internal Revenue Service		U.S. Return of Partnership Income For calendar year 2023, or tax year beginning _____, ending _____ Go to www.irs.gov/Form1065 for instructions and the latest information.		OMB No. 1545-0123 2023																																																																																																																																													
A Principal business activity Sales		Name of partnership VARALUZ, LLC		D Employer identification number 11-3793709																																																																																																																																													
B Principal product or service Lighting		Number, street, and room or suite no. If a P.O. box, see instructions. 4445 S VALLEY VIEW BLVD, STE 6		E Date business started 01/01/2007																																																																																																																																													
C Business code number 442299		City or town, state or province, country, and ZIP or foreign postal code Las Vegas NV 89103		F Total assets (see instructions) \$ 1,985,719																																																																																																																																													
G Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return																																																																																																																																																	
H Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify): _____																																																																																																																																																	
I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year: 4																																																																																																																																																	
J Check if Schedules C and M-3 are attached <input type="checkbox"/>																																																																																																																																																	
K Check if partnership: (1) <input type="checkbox"/> Aggregated activities for section 465 at-risk purposes (2) <input type="checkbox"/> Grouped activities for section 469 passive activity purposes																																																																																																																																																	
Caution: Include only trade or business income and expenses on lines 1a through 23 below. See instructions for more information.																																																																																																																																																	
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:5%;"></td> <td style="width:45%;">1a Gross receipts or sales 6,865,344</td> <td style="width:45%;">b Less returns and allowances 605,659</td> <td style="width:5%;"></td> <td style="width:10%;">c Balance</td> </tr> <tr> <td rowspan="8" style="text-align: center; vertical-align: middle;">Income</td> <td>2 Cost of goods sold (attach Form 1125-A)</td> <td></td> <td>1c</td> <td>6,259,685</td> </tr> <tr> <td>3 Gross profit. Subtract line 2 from line 1c</td> <td></td> <td>2</td> <td>2,083,659</td> </tr> <tr> <td>4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)</td> <td></td> <td>3</td> <td>4,176,026</td> </tr> <tr> <td>5 Net farm profit (loss) (attach Schedule F (Form 1040))</td> <td></td> <td>4</td> <td></td> </tr> <tr> <td>6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)</td> <td></td> <td>5</td> <td></td> </tr> <tr> <td>7 Other income (loss) (attach statement)</td> <td></td> <td>6</td> <td></td> </tr> <tr> <td>8 Total income (loss). Combine lines 3 through 7</td> <td></td> <td>7</td> <td>528</td> </tr> <tr> <td></td> <td></td> <td>8</td> <td>4,176,554</td> </tr> <tr> <td rowspan="14" style="text-align: center; vertical-align: middle;">Deductions (see instructions for limitations)</td> <td>9 Salaries and wages (other than to partners) (less employment credits)</td> <td></td> <td>9</td> <td>691,755</td> </tr> <tr> <td>10 Guaranteed payments to partners</td> <td></td> <td>10</td> <td></td> </tr> <tr> <td>11 Repairs and maintenance</td> <td></td> <td>11</td> <td>4,720</td> </tr> <tr> <td>12 Bad debts</td> <td></td> <td>12</td> <td>33,096</td> </tr> <tr> <td>13 Rent</td> <td></td> <td>13</td> <td>323,416</td> </tr> <tr> <td>14 Taxes and licenses</td> <td></td> <td>14</td> <td>323,051</td> </tr> <tr> <td>15 Interest (see instructions)</td> <td></td> <td>15</td> <td>370,079</td> </tr> <tr> <td>16a Depreciation (if required, attach Form 4562)</td> <td>16a 9,604</td> <td></td> <td></td> </tr> <tr> <td>b Less depreciation reported on Form 1125-A and elsewhere on return</td> <td>16b</td> <td>16c</td> <td>9,604</td> </tr> <tr> <td>17 Depletion (Do not deduct oil and gas depletion.)</td> <td></td> <td>17</td> <td></td> </tr> <tr> <td>18 Retirement plans, etc.</td> <td></td> <td>18</td> <td>36,091</td> </tr> <tr> <td>19 Employee benefit programs</td> <td></td> <td>19</td> <td>65,717</td> </tr> <tr> <td>20 Energy efficient commercial buildings deduction (attach Form 7205)</td> <td></td> <td>20</td> <td></td> </tr> <tr> <td>21 Other deductions (attach statement) See Statement 1</td> <td></td> <td>21</td> <td>2,863,343</td> </tr> <tr> <td>22 Total deductions. 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Subtract line 2 from line 1c		2	2,083,659	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)		3	4,176,026	5 Net farm profit (loss) (attach Schedule F (Form 1040))		4		6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		5		7 Other income (loss) (attach statement)		6		8 Total income (loss). 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	Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.																																																																																																																																																
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2">Signature of partner or limited liability company member _____</td> <td colspan="2">Date _____</td> <td colspan="2"> May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </td> </tr> <tr> <td colspan="2">Print/Type preparer's name Dean Plummer</td> <td colspan="2">Preparer's signature Dean Plummer</td> <td colspan="2"> Date 06/17/24 Check <input checked="" type="checkbox"/> if self-employed PTIN P01729751 </td> </tr> <tr> <td colspan="4">Firm's name Dean Plummer LLC</td> <td colspan="2">Firm's EIN 83-2984807</td> </tr> <tr> <td colspan="4">Firm's address 5940 South Rainbow Blvd. Las Vegas, NV 89118</td> <td colspan="2">Phone no. 702-835-9265</td> </tr> </table>						Signature of partner or limited liability company member _____		Date _____		May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		Print/Type preparer's name Dean Plummer		Preparer's signature Dean Plummer		Date 06/17/24 Check <input checked="" type="checkbox"/> if self-employed PTIN P01729751		Firm's name Dean Plummer LLC				Firm's EIN 83-2984807		Firm's address 5940 South Rainbow Blvd. Las Vegas, NV 89118				Phone no. 702-835-9265																																																																																																																					
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For Paperwork Reduction Act Notice, see separate instructions.

Form 1065 (2023)

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Form 1065 (2023) **VARALUZ, LLC****11-3793709**Page **2****Schedule B Other Information**

1 What type of entity is filing this return? Check the applicable box:				Yes	No
a <input type="checkbox"/> Domestic general partnership	b <input type="checkbox"/> Domestic limited partnership				
c <input checked="" type="checkbox"/> Domestic limited liability company	d <input type="checkbox"/> Domestic limited liability partnership				
e <input type="checkbox"/> Foreign partnership	f <input type="checkbox"/> Other:				
2 At the end of the tax year:					
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership					X
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership				X	
3 At the end of the tax year, did the partnership:					
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below					X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock		
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below					X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital	
4 Does the partnership satisfy all four of the following conditions?				Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.					
b The partnership's total assets at the end of the tax year were less than \$1 million.					
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.					
d The partnership is not filing and is not required to file Schedule M-3 If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.					X
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?					X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?					X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?					X
8 At any time during calendar year 2023, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country					X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions					X
10a Is the partnership making, or had it previously made (and not revoked), a section 754 election? If "Yes," enter the effective date of the election See instructions for details regarding a section 754 election.					X
b For this tax year, did the partnership make an optional basis adjustment under section 743(b)? If "Yes," enter the total aggregate net positive amount \$ _____ and the total aggregate net negative amount \$ (_____) of such section 743(b) adjustments for all partners made in the tax year. The partnership must also attach a statement showing the computation and allocation of each basis adjustment. See instructions					X

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Form **1065** (2023)

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Form 1065 (2023) **VARALUZ, LLC****11-3793709**Page **3**

Schedule B Other Information (continued)		Yes	No
c	For this tax year, did the partnership make an optional basis adjustment under section 734(b)? If "Yes," enter the total aggregate net positive amount \$ _____ and the total aggregate net negative amount \$ (_____) of such section 734(b) adjustments for all partnership property made in the tax year. The partnership must also attach a statement showing the computation and allocation of each basis adjustment. See instructions		X
d	For this tax year, is the partnership required to adjust the basis of partnership property under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," enter the total aggregate amount of such section 743(b) adjustments and/or section 734(b) adjustments for all partners and/or partnership property made in the tax year \$ _____. The partnership must also attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11	Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
12	At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13	If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions 0		
14	Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership		X
15	Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return 0		
16a	Did you make any payments in 2023 that would require you to file Form(s) 1099? See instructions	X	
b	If "Yes," did you or will you file required Form(s) 1099?	X	
17	Enter the number of Forms 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations, attached to this return 0		
18	Enter the number of partners that are foreign governments under section 892 0		
19	During the partnership's tax year, did the partnership make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20	Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the instructions for Form 8938		X
21	Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?		X
22	During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$ _____		X
23	Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions	X	
24	Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$29 million and the partnership has business interest expense. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		X
25	Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 15 \$ _____		X
26	Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership 0 Complete Schedule K-3 (Form 1065), Part XIII, for each foreign partner subject to section 864(c)(8) on a transfer or distribution.		
27	At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X
28	Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions. Percentage: _____ By vote: _____ By value: _____		X
29	Is the partnership required to file Form 7208 relating to the excise tax on repurchase of corporate stock (see instructions): a Under the applicable foreign corporation rules?		X

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Schedule B Other Information (continued)		Yes	No
b	Under the covered surrogate foreign corporation rules? If "Yes" to either (a) or (b), complete Form 7208, Excise Tax on Repurchase of Corporate Stock. See the Instructions for Form 7208.		X
30	At any time during this tax year, did the partnership (a) receive (as a reward, award, or payment for property or services); or (b) sell, exchange, or otherwise dispose of a digital asset (or financial interest in a digital asset)? See instructions		X
31	Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **Ronald Henderson**

U.S. address of PR	4112 GLENFIELD CIRCLE Las Vegas NV 89129	U.S. phone number of PR	702-525-9218
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If the PR is an entity, name of the designated individual for the PR

U.S. address of designated individual		U.S. phone number of designated individual	
---------------------------------------	--	--	--

Form **1065** (2023)

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Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 23)	1	-544,318
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a b Capital 4b	4c	
	c Total. Add lines 4a and 4b	4c	
	5 Interest income	5	
	6 Dividends and dividend equivalents: a Ordinary dividends	6a	
	b Qualified dividends 6b c Dividend equivalents 6c	6c	
	7 Royalties	7	
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8		
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a		
b Collectibles (28%) gain (loss)	9b		
c Unrecaptured section 1250 gain (attach statement)	9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type:	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	0
	13a Cash contributions See Statement 2	13a	19,720
	b Noncash contributions	13b	
	c Investment interest expense	13c	
	d Section 59(e)(2) expenditures: (1) Type: (2) Amount:	13d(2)	
	e Other deductions (see instructions) Type:	13e	
Self-Employment	14a Net earnings (loss) from self-employment	14a	-544,318
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	4,176,554
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type:	15d	
	e Other rental credits (see instructions) Type:	15e	
	f Other credits (see instructions) Type:	15f	
Inter-national	16 Attach Schedule K-2 (Form 1065), Partners' Distributive Share Items—International, and check this box to indicate that you are reporting items of international tax relevance <input type="checkbox"/>		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties—gross income	17d	
	e Oil, gas, and geothermal properties—deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses See Statement 3	18c	41,130
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
	b Investment expenses	20b	
	c Other items and amounts (attach statement) See Statement 4		
21 Total foreign taxes paid or accrued	21		

Form **1065** (2023)

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Form 1065 (2023) VARALUZ, LLC

11-3793709

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Analysis of Net Income (Loss) per Return

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13e, and 21						1	-564,038
2 Analysis by partner type:		(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other
a General partners			-564,038				
b Limited partners							

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		255,360		58,405
2a	Trade notes and accounts receivable	316,896		220,595	
b	Less allowance for bad debts	12,636	304,260	8,824	211,771
3	Inventories		1,356,469		1,372,591
4	U.S. Government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7a	Loans to partners (or persons related to partners)				
b	Mortgage and real estate loans				
8	Other investments (attach statement)				
9a	Buildings and other depreciable assets	583,103		587,093	
b	Less accumulated depreciation	308,373	274,730	317,977	269,116
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement) See Stmt 5		271,287		73,836
14	Total assets		2,462,106		1,985,719
Liabilities and Capital					
15	Accounts payable		1,372,445		1,540,840
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement) See Stmt 6		71,431		199,188
18	All nonrecourse loans				
19a	Loans from partners (or persons related to partners)		395,481		643,433
b	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement) See Stmt 7		702,821		251,639
21	Partners' capital accounts		-80,072		-649,381
22	Total liabilities and capital		2,462,106		1,985,719

Schedule M-1 Reconciliation of Income (Loss) per Books With Analysis of Net Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books	-648,057	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt interest \$	
3	Guaranteed payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13e, and 21, not charged against book income this year (itemize):	
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13e, and 21 (itemize):		a	Depreciation \$	
a	Depreciation \$ 42,889		8	Add lines 6 and 7	
b	Travel and entertainment \$ 5,271		9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-564,038
	See Statement 8				
	35,859	84,019			
5	Add lines 1 through 4	-564,038			

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	-80,072	6	Distributions: a Cash	
2	Capital contributed: a Cash		b	Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) (see instructions)	-569,309	8	Add lines 6 and 7	
4	Other increases (itemize):		9	Balance at end of year. Subtract line 8 from line 5	-649,381
5	Add lines 1 through 4	-649,381			

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Form 1065 (2023)

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Form **1125-A**

(Rev. November 2018)

Department of the Treasury
Internal Revenue Service**Cost of Goods Sold**▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.
▶ Go to www.irs.gov/Form1125A for the latest information.

OMB No. 1545-0123

Name **VARALUZ, LLC** Employer identification number **11-3793709**

1	Inventory at beginning of year	1	1,356,469
2	Purchases	2	1,709,519
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) See Statement 9	5	390,262
6	Total. Add lines 1 through 5	6	3,456,250
7	Inventory at end of year	7	1,372,591
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	2,083,659

9a Check all methods used for valuing closing inventory:

- (i) ☒ Cost
(ii) ☐ Lower of cost or market
(iii) ☐ Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods ▶ ☐c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO

9d

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions ☐ Yes ☐ Nof Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation ☐ Yes ☐ No

For Paperwork Reduction Act Notice, see Instructions.

Form **1125-A** (Rev. 11-2018)

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**SCHEDULE B-1
(Form 1065)**

(Rev. August 2019)

Department of the Treasury
Internal Revenue Service**Information on Partners Owning 50% or
More of the Partnership**

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for the latest information.

OMB No. 1545-0123

Name of partnership

VARALUZ, LLC

Employer identification number (EIN)

11-3793709**Part I Entities Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
RON HENDERSON	[REDACTED]	United States	78.539500

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 8-2019)

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Form **4562**Department of the Treasury
Internal Revenue Service**Depreciation and Amortization**
(Including Information on Listed Property)

Attach to your tax return.

Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2023Attachment
Sequence No. **179**

Name(s) shown on return

VARALUZ, LLC

Identifying number

11-3793709

Business or activity to which this form relates

Form 1065, Page 1**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,160,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,890,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2022 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2024. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14	3,192
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2023	17	6,252
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2023 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		798	5.0	HY	200DB	160
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C—Assets Placed in Service During 2023 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year			30 yrs.	MM	S/L	
d 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	9,604
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

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Form **4562** (2023)
There are no amounts for Page 2

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Schedule K	Section 199A Information Worksheet	2023
For calendar year 2023, or tax year beginning _____, and ending _____		
Partnership Name VARALUZ, LLC		Employer Identification Number 11-3793709

	Activity Description	Pass-through Entity EIN	Aggr. Number	SSTB	PTP
Column A	Form 1065, Page 1				
Column B					
Column C					
Column D					
Column E					

	Column A	Column B	Column C	Column D	Column E
QBI or Qualified PTP items:					
Ordinary business income (loss)	-544,318				
Net rental real estate income (loss)					
Other net rental income (loss)					
Royalties					
Section 1231 gain (loss)					
Other income (loss)					
Section 179 deduction					
Other deductions					
W-2 wages	691,755				
Qualified property	460,482				
Other Information:					
QBI alloc to co-op pmts received					
W-2 wages alloc to qualified pmts					
Section 199A(g) deduction					

Section 199A REIT dividends

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Partner# 1

Schedule K-1	Partner's Section 199A Information Worksheet		2023
	For calendar year 2023, or tax year beginning _____, and ending _____		
Partnership Name VARALUZ, LLC			Employer Identification Number 11-3793709
Partner's Name ROMMEL BUNDALIAN			Taxpayer Identification Number Applied For

Schedule K-1, Box 20, Code Z - Section 199A Information

	Activity Description	Pass-through Entity EIN	Aggr. Number	SSTB	PTP
Column A	Form 1065, Page 1				
Column B					
Column C					
Column D					
Column E					

	Column A	Column B	Column C	Column D	Column E
QBI or Qualified PTP Items:					
Ordinary business income (loss)	-55,685				
Net rental real estate income (loss)					
Other net rental income (loss)					
Royalties					
Section 1231 gain (loss)					
Other income (loss)					
Section 179 deduction					
Other deductions					
W-2 wages	70,768				
Qualified property	47,109				

Other Information:

QBI alloc to co-op pmts received
W-2 wages alloc to qualified pmts
Section 199A(g) deduction

Section 199A REIT dividends

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Partner# 2

Schedule K-1	Partner's Section 199A Information Worksheet		2023
	For calendar year 2023, or tax year beginning _____, and ending _____		
Partnership Name VARALUZ, LLC			Employer Identification Number 11-3793709
Partner's Name RON HENDERSON			Taxpayer Identification Number [REDACTED]

Schedule K-1, Box 20, Code Z - Section 199A Information

	Activity Description	Pass-through Entity EIN	Aggr. Number	SSTB	PTP
Column A	Form 1065, Page 1				
Column B					
Column C					
Column D					
Column E					

	Column A	Column B	Column C	Column D	Column E
QBI or Qualified PTP Items:					
Ordinary business income (loss)	-427,505				
Net rental real estate income (loss)					
Other net rental income (loss)					
Royalties					
Section 1231 gain (loss)					
Other income (loss)					
Section 179 deduction					
Other deductions					
W-2 wages	543,301				
Qualified property	361,660				

Other Information:

QBI alloc to co-op pmts received
W-2 wages alloc to qualified pmts
Section 199A(g) deduction

Section 199A REIT dividends

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Partner# 3

Schedule K-1	Partner's Section 199A Information Worksheet	2023
	For calendar year 2023, or tax year beginning _____, and ending _____	
Partnership Name VARALUZ, LLC		Employer Identification Number 11-3793709
Partner's Name KELLEE HAMMOND		Taxpayer Identification Number [REDACTED]

Schedule K-1, Box 20, Code Z - Section 199A Information

	Activity Description	Pass-through Entity EIN	Aggr. Number	SSTB	PTP
Column A	Form 1065, Page 1				
Column B					
Column C					
Column D					
Column E					

	Column A	Column B	Column C	Column D	Column E
QBI or Qualified PTP items:					
Ordinary business income (loss)	-5,443				
Net rental real estate income (loss)					
Other net rental income (loss)					
Royalties					
Section 1231 gain (loss)					
Other income (loss)					
Section 179 deduction					
Other deductions					
W-2 wages	6,918				
Qualified property	4,605				

Other Information:

QBI alloc to co-op pmts received
W-2 wages alloc to qualified pmts
Section 199A(g) deduction

Section 199A REIT dividends

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Partner# 4

Schedule K-1	Partner's Section 199A Information Worksheet		2023
	For calendar year 2023, or tax year beginning _____, and ending _____		
Partnership Name VARALUZ, LLC			Employer Identification Number 11-3793709
Partner's Name HUAN WU			Taxpayer Identification Number Applied For

Schedule K-1, Box 20, Code Z - Section 199A Information

	Activity Description	Pass-through Entity EIN	Aggr. Number	SSTB	PTP
Column A	Form 1065, Page 1				
Column B					
Column C					
Column D					
Column E					

	Column A	Column B	Column C	Column D	Column E
QBI or Qualified PTP items:					
Ordinary business income (loss)	-55,685				
Net rental real estate income (loss)					
Other net rental income (loss)					
Royalties					
Section 1231 gain (loss)					
Other income (loss)					
Section 179 deduction					
Other deductions					
W-2 wages	70,768				
Qualified property	47,108				

Other Information:

QBI alloc to co-op pmts received
W-2 wages alloc to qualified pmts
Section 199A(g) deduction

Section 199A REIT dividends

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Federal Statements

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Statement 1 - Form 1065, Page 1, Line 21 - Other Deductions

Description	Amount
Advertising	\$ 126,524
Automobile Expense	24,418
Bank and Credit Card Charges	13,897
Commission Expense	428,851
Conferences	1,767
Continuing Education	72
Contract Labor	
Credit Card Fees	131,836
Dues & Memberships	8,359
Insurance	105,471
Marketing	117,232
Office Supplies	
Postage and Freight	503,560
Professional Fees	238,189
Research	4,890
Selling Expense	
Software Support	150,420
Telephone	25,958
Trade Show Expenses	783,182
Travel	45,591
Utilities	23,783
Website and Ecommerce Support	83,865
Workers Compensation	40,207
Meals (50%)	5,271
Total	\$ 2,863,343

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Statement 2 - Form 1065, Schedule K, Line 13a - Cash Contributions

Description	60%	30%	Total
Charitable Contributions	\$ 19,720	\$	\$ 19,720
Total	\$ 19,720	\$ 0	\$ 19,720

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Statement 3 - Form 1065, Schedule K, Line 18c - Nondeductible Expenses

Description	Amount
Nondeductible Meals	\$ 5,271
Health and Wellness	35,859
Total	<u>\$ 41,130</u>

Statement 4 - Form 1065, Schedule K, Line 20c - Other Items and Amounts

Description	Amount
See attached Section 199A Information Worksheet	\$

Statement 5 - Form 1065, Schedule L, Line 13 - Other Assets

Description	Beginning of Year	End of Year
Prepaid Catalog Exp	\$	\$
Prepaid inventory	258,637	55,904
Security Deposits	12,650	17,932
Prepaid Expense-CSA Contract		
Prepaid Returnable GSP PI Dut		
Total	<u>\$ 271,287</u>	<u>\$ 73,836</u>

Statement 6 - Form 1065, Schedule L, Line 17 - Other Current Liabilities

Description	Beginning of Year	End of Year
Credit Card Payable	\$	\$ 35,575
Commissions Payable		
Accrued Payroll		
Warranties Payable	39,633	33,845
CUSTOMER DEPOSITS	31,798	129,768
Total	<u>\$ 71,431</u>	<u>\$ 199,188</u>

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Statement 7 - Form 1065, Schedule L, Line 20 - Other Liabilities

Description	Beginning of Year	End of Year
N/P - Lotterman	\$ 45,211	\$
La Forge Rossy Loan	120,687	
Kabbage Loan	60,000	115,540
Kalamata	476,923	
Meged Funding Group Loan		23,841
Alliance Capital		25,000
Delta Bridge Funding		13,801
Square Advance Loan		73,457
Total	\$ 702,821	\$ 251,639

Statement 8 - Form 1065, Schedule M-1, Line 4 - Expenses Recorded on Books, Not on Sch K

Description	Amount
Health and Wellness	\$ 35,859
Total	\$ 35,859

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Federal Statements**Statement 9 - Form 1125-A, Line 5 - Other Costs**

<u>Description</u>	<u>Amount</u>
Freight and Duties In	\$ 390,262
Total	\$ 390,262